AMPHOTONIX LIMITED (the "Company")

Written Resolution

We, the undersigned, being all the members of the Company entitled to vote on the following resolution of the Company to be proposed as a Written Resolution, hereby pass the following Resolution of the Company as a Special Resolution in terms of Section 288 of the Companies Act 2006

Special Resolution

THAT

a) The authorised share capital of the Company be increased from £952 to £1018 by the creation of 66 Ordinary Shares of £1 00 each in the capital of the Company each having the rights and privileges set out in the Articles of Association from time to time of the Company,

b) The directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £66 to such persons as they think proper for a period expiring on the fifth anniversary of the date of the passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and that the board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired, and

c) On the passing of this Resolution the existing authorities conferred upon the Directors under said Section 80 shall cease (save insofar as the Directors shall have exercised any such powers as may have been granted thereby) to have any further effect
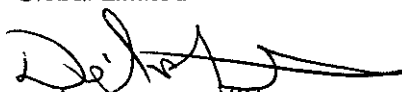
Craig Tombling

Date 17/03/08

Anthony Kelly

Date 18/03/08

Director, for and on behalf of,
Compound Semiconductor Technologies
Global Limited

Director, for and on behalf of
Compound Semiconductor Technologies
Global Limited

Date 18/03/08

Authorised Signatory, for and
on behalf of,
Scottish Enterprise, BGF

19/03/08 .
Date

Director, for and on behalf of,
European Digital Partners G P Limited

19 3. 08
Date